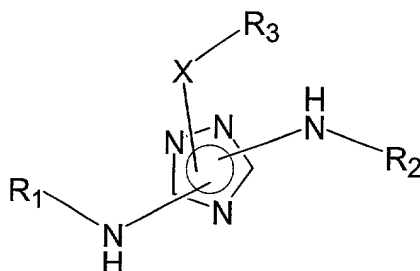


WHAT IS CLAIMED IS:

1. A compound of Formula (I):



Formula (I)

wherein

R₁ is selected from the group consisting of C₁₋₈alkyl,

- 5 cycloalkyl, heterocyclyl, aryl and heteroaryl {wherein heterocyclyl is optionally substituted with 1 to 2 oxo substituents; and, wherein cycloalkyl, heterocyclyl, aryl and heteroaryl are substituted with a substituent selected from the group consisting of:

- 10 C₁₋₈alkyl (optionally substituted on a terminal carbon with a substituent selected from the group consisting of -C(O)H, -C(O)(C₁₋₈)alkyl, -CO₂H, -CO₂(C₁₋₈)alkyl, amino (substituted with two substituents independently selected from the group consisting of hydrogen and C₁₋₈alkyl), cyano, (halo)₁₋₃, hydroxy, nitro, cycloalkyl, heterocyclyl, aryl and heteroaryl),

- 15 C₁₋₈alkoxy (optionally substituted on a terminal carbon with a substituent selected from the group consisting of (halo)₁₋₃ and hydroxy),

-C(O)H, -C(O)(C₁₋₈)alkyl, -CO₂H, -CO₂(C₁₋₈)alkyl,

amino (substituted with two substituents independently selected from the group consisting of hydrogen, C₁₋₈alkyl and -SO₂-(C₁₋₈)alkyl),

-C(O)amino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen and C₁₋₈alkyl),

- 20 -SO₂- {substituted with one substituent selected from the group consisting of heterocyclyl and amino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen, C₁₋₈alkyl, -C₁₋₈alkylamino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen and C₁₋₈alkyl) and heteroaryl)},

25 cycloalkyl, heterocyclyl, aryl and heteroaryl {wherein cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with 1 to 3 substituents independently selected

from the group consisting of cyano, halo, hydroxy and nitro; wherein heterocyclyl is optionally substituted with 1 to 2 oxo substituents; and, wherein cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with a substituent selected from the group consisting of C₁₋₈alkyl (wherein alkyl is optionally substituted on a terminal carbon with a substituent selected from the group consisting of amino (substituted with two substituents independently selected from the group consisting of hydrogen and C₁₋₈alkyl), cyano, (halo)₁₋₃, hydroxy and nitro), C₁₋₈alkoxy and amino (substituted with two substituents independently selected from the group consisting of hydrogen and C₁₋₈alkyl)});

R₂ is selected from the group consisting of hydrogen, C₁₋₈alkyl, C₂₋₈alkenyl, C₂₋₈alkynyl and hydroxy(C₁₋₈)alkyl;

X is selected from the group consisting of -C(O)-, -C(S)- and -SO₂-; and,

R₃ is selected from the group consisting of:

C₁₋₈alkyl, C₂₋₈alkenyl, C₂₋₈alkynyl {wherein alkyl, alkenyl and alkynyl are optionally substituted on a terminal carbon with a substituent selected from the group consisting of -C(O)H, -C(O)(C₁₋₈)alkyl, -CO₂H, -CO₂(C₁₋₈)alkyl, amino (substituted with two substituents independently selected from the group consisting of hydrogen and C₁₋₈alkyl), cyano, (halo)₁₋₃, hydroxy, nitro, aryl and heteroaryl (wherein aryl and heteroaryl are optionally substituted with 1 to 5 substituents independently selected from the group consisting of C₁₋₈alkyl, cyano, halo, (halo)₁₋₃(C₁₋₈)alkyl, (halo)₁₋₃(C₁₋₈)alkoxy, hydroxy, hydroxy(C₁₋₈)alkyl, hydroxy(C₁₋₈)alkoxy and nitro)},

cycloalkyl, heterocyclyl, aryl, heteroaryl {wherein cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with 1 to 3 substituents independently selected from the group consisting of cyano, halo, hydroxy and nitro; and, wherein cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with 1 to 2 substituents independently selected from the group consisting of:

C₁₋₈alkyl, C₂₋₈alkenyl (wherein alkyl and alkenyl are optionally substituted on a terminal carbon with a substituent selected from the group consisting of -C(O)H, -C(O)(C₁₋₈)alkyl, -CO₂H, -CO₂(C₁₋₈)alkyl, amino (substituted with two substituents independently selected from the group consisting of hydrogen and

C₁₋₈alkyl), cyano, (halo)₁₋₃, hydroxy, nitro, cycloalkyl, heterocyclyl, aryl and heteroaryl),

-CH(OH)-(C₁₋₈)alkyl,

C₁₋₈alkoxy (optionally substituted on a terminal carbon with a substituent selected from the group consisting of (halo)₁₋₃ and hydroxy),

-C(O)H, -C(O)(C₁₋₈)alkyl, -CO₂H, -CO₂(C₁₋₈)alkyl,

amino (substituted with two substituents independently selected from the group consisting of hydrogen, C₁₋₈alkyl and -C(O)(C₁₋₈)alkyl),

-C(O)amino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen and C₁₋₈alkyl),

-SO₂- {substituted with one substituent selected from the group consisting of heterocyclyl and amino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen, C₁₋₈alkyl and -C₁₋₈alkylamino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen and C₁₋₈alkyl))},

-NH-SO₂-(C₁₋₈)alkyl,

cycloalkyl, heterocyclyl (optionally substituted with 1 to 2 oxo substituents), aryl and heteroaryl} and

amino {substituted with two substituents independently selected from the group

consisting of hydrogen, C₁₋₈alkyl, cycloalkyl, aryl and heteroaryl (wherein cycloalkyl, aryl and heteroaryl are optionally substituted with 1 to 5 substituents independently selected from the group consisting of C₁₋₈alkyl, cyano, halo, (halo)₁₋₃(C₁₋₈)alkyl, (halo)₁₋₃(C₁₋₈)alkoxy, hydroxy, hydroxy(C₁₋₈)alkyl, hydroxy(C₁₋₈)alkoxy and nitro)};

and pharmaceutically acceptable salts thereof.

2. The compound of claim 1 wherein R₁ is selected from the group consisting of C₁₋₄alkyl, cycloalkyl, heterocyclyl, aryl and heteroaryl {wherein cycloalkyl, heterocyclyl, aryl and heteroaryl are substituted with a substituent selected from the group consisting of:

C₁₋₄alkyl (optionally substituted on a terminal carbon with a substituent selected from the group consisting of -C(O)H, -C(O)(C₁₋₄)alkyl, -CO₂H,

-CO₂(C₁₋₄)alkyl, amino (substituted with two substituents independently selected from the group consisting of hydrogen and C₁₋₄alkyl), cyano, (halo)₁₋₃, hydroxy, nitro, cycloalkyl, heterocyclyl, aryl and heteroaryl),

C₁₋₄alkoxy (optionally substituted on a terminal carbon with a substituent selected from the group consisting of (halo)₁₋₃ and hydroxy),

-C(O)H, -C(O)(C₁₋₄)alkyl, -CO₂H, -CO₂(C₁₋₄)alkyl,

amino (substituted with two substituents independently selected from the group consisting of hydrogen, C₁₋₄alkyl and -SO₂-(C₁₋₄)alkyl),

-C(O)amino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen and C₁₋₄alkyl),

-SO₂- {substituted with one substituent selected from the group consisting of heterocyclyl and amino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen, C₁₋₄alkyl,

-C₁₋₄alkylamino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen and C₁₋₄alkyl) and heteroaryl}},

cycloalkyl, heterocyclyl, aryl and heteroaryl {wherein cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with 1 to 3 substituents independently selected from the group consisting of cyano, halo, hydroxy and nitro; wherein heterocyclyl is optionally substituted with 1 to 2 oxo substituents; and, wherein cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with a substituent selected from the group consisting of C₁₋₄alkyl (wherein alkyl is optionally substituted on a terminal carbon with a substituent selected from the group consisting of amino (substituted with two substituents independently selected from the group consisting of hydrogen and C₁₋₄alkyl), cyano, (halo)₁₋₃, hydroxy and nitro), C₁₋₄alkoxy and amino (substituted with two substituents independently selected from the group consisting of hydrogen and C₁₋₄alkyl)}}.

3. The compound of claim 1 wherein R₁ is selected from the group consisting of C₁₋₄alkyl and aryl {wherein aryl is substituted with a substituent selected from the group consisting of:

C₁₋₄alkyl (optionally substituted on a terminal carbon with a substituent

selected from the group consisting of amino (substituted with two substituents independently selected from the group consisting of hydrogen and C₁₋₄alkyl), cyano, (halo)₁₋₃, hydroxy and nitro),

C₁₋₄alkoxy,

5 amino (substituted with two substituents independently selected from the group consisting of hydrogen, C₁₋₄alkyl and -SO₂-(C₁₋₄)alkyl),

-SO₂- {substituted with one substituent selected from the group consisting of heterocyclyl and amino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen, C₁₋₄alkyl,

10 -C₁₋₄alkylamino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen and C₁₋₄alkyl) and heteroaryl)},

heterocyclyl (wherein heterocyclyl is optionally substituted with 1 to 2 substituents independently selected from the group consisting of C₁₋₄alkyl and oxo) and heteroaryl}.

15

4. The compound of claim 1 wherein R₁ is selected from the group consisting of C₁₋₄alkyl and phenyl {wherein phenyl is substituted with a substituent selected from the group consisting of:

20 amino (substituted with two substituents independently selected from the group consisting of hydrogen, C₁₋₄alkyl and -SO₂-(C₁₋₄)alkyl),

-SO₂- {substituted with one substituent selected from the group consisting of piperidinyl and amino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen, C₁₋₄alkyl,

25 -C₁₋₄alkylamino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen and C₁₋₄alkyl) and pyridinyl)},

30 piperazinyl (wherein piperazinyl is optionally substituted with 1 to 2 C₁₋₄alkyl substituents), imidazolidinyl, isothiazolidinyl (wherein imidazolidinyl and isothiazolidinyl are optionally substituted with 1 to 2 oxo substituents), imidazolyl and triazolyl}.

5. The compound of claim 1 wherein R₂ is selected from the group consisting of

hydrogen, C₁₋₄alkyl, C₂₋₄alkenyl, C₂₋₄alkynyl and hydroxy(C₁₋₄)alkyl.

6. The compound of claim 1 wherein R₂ is selected from the group consisting of hydrogen and C₁₋₄alkyl..

7. The compound of claim 1 wherein R₂ is hydrogen.

8. The compound of claim 1 wherein X is selected from the group consisting of -C(O)-, -C(S)- and -SO₂-.

9. The compound of claim 1 wherein R₃ is selected from the group consisting of:

C₁₋₄alkyl, C₂₋₄alkenyl, C₂₋₄alkynyl {wherein alkyl, alkenyl and alkynyl are optionally substituted on a terminal carbon with a substituent selected from the group consisting of -C(O)H, -C(O)(C₁₋₄)alkyl, -CO₂H, -CO₂(C₁₋₄)alkyl, amino (substituted with two substituents independently selected from the group consisting of hydrogen and C₁₋₄alkyl), cyano, (halo)₁₋₃, hydroxy, nitro, aryl and heteroaryl (wherein aryl and heteroaryl are optionally substituted with 1 to 5 substituents independently selected from the group consisting of C₁₋₄alkyl, cyano, halo, (halo)₁₋₃(C₁₋₄)alkyl, (halo)₁₋₃(C₁₋₄)alkoxy, hydroxy, hydroxy(C₁₋₄)alkyl, hydroxy(C₁₋₄)alkoxy and nitro)},

cycloalkyl, heterocyclyl, aryl, heteroaryl {wherein cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with 1 to 3 substituents independently selected from the group consisting of cyano, halo, hydroxy and nitro; and, wherein cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with 1 to 2 substituents independently selected from the group consisting of:

C₁₋₄alkyl, C₂₋₄alkenyl (wherein alkyl and alkenyl are optionally substituted on a terminal carbon with a substituent selected from the group consisting of -C(O)H, -C(O)(C₁₋₄)alkyl, -CO₂H, -CO₂(C₁₋₄)alkyl, amino (substituted with two substituents independently selected from the group consisting of hydrogen and C₁₋₄alkyl), cyano, (halo)₁₋₃, hydroxy, nitro, cycloalkyl, heterocyclyl, aryl and heteroaryl),

-CH(OH)-(C₁₋₄)alkyl,

C₁₋₄alkoxy (optionally substituted on a terminal carbon with a substituent selected from the group consisting of (halo)₁₋₃ and hydroxy),
-C(O)H, -C(O)(C₁₋₄)alkyl, -CO₂H, -CO₂(C₁₋₄)alkyl,

5

amino (substituted with two substituents independently selected from the group consisting of hydrogen, C₁₋₄alkyl and -C(O)(C₁₋₄)alkyl),
-C(O)amino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen and C₁₋₄alkyl),

10

-SO₂- {substituted with one substituent selected from the group consisting of heterocyclyl and amino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen, C₁₋₄alkyl and -C₁₋₄alkylamino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen and C₁₋₄alkyl))},

15

-NH-SO₂-(C₁₋₄)alkyl,

cycloalkyl, heterocyclyl (optionally substituted with 1 to 2 oxo substituents), aryl and heteroaryl} and

20

amino {substituted with two substituents independently selected from the group consisting of hydrogen, C₁₋₄alkyl, cycloalkyl, aryl and heteroaryl (wherein cycloalkyl, aryl and heteroaryl are optionally substituted with 1 to 5 substituents independently selected from the group consisting of C₁₋₄alkyl, cyano, halo, (halo)₁₋₃(C₁₋₄)alkyl, (halo)₁₋₃(C₁₋₄)alkoxy, hydroxy, hydroxy(C₁₋₄)alkyl, hydroxy(C₁₋₄)alkoxy and nitro)}.

25

10. The compound of claim 1 wherein R₃ is selected from the group consisting of:

30

C₁₋₄alkyl, C₂₋₄alkenyl, C₂₋₄alkynyl {wherein alkyl, alkenyl and alkynyl are optionally substituted on a terminal carbon with a substituent selected from the group consisting of amino (substituted with two substituents independently selected from the group consisting of hydrogen and C₁₋₄alkyl), cyano, (halo)₁₋₃, hydroxy, nitro, aryl and heteroaryl (wherein aryl and heteroaryl are optionally substituted with 1 to 5 substituents independently selected from the group consisting of C₁₋₄alkyl, cyano, halo, (halo)₁₋₃(C₁₋₄)alkyl, (halo)₁₋₃(C₁₋₄)alkoxy, hydroxy,

hydroxy(C₁₋₄)alkyl, hydroxy(C₁₋₄)alkoxy and nitro)},

cycloalkyl, heterocyclyl, aryl, heteroaryl {wherein cycloalkyl, aryl and heteroaryl are optionally substituted with 1 to 3 substituents independently selected from the group consisting of cyano, halo, hydroxy and nitro; and, wherein
 5 cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with 1 to 2 substituents independently selected from the group consisting of:

C₁₋₄alkyl, C₂₋₄alkenyl (wherein alkyl and alkenyl are optionally substituted on a terminal carbon with a substituent selected from the group consisting of -CO₂H, -CO₂(C₁₋₄)alkyl, amino (substituted with two substituents independently
 10 selected from the group consisting of hydrogen and C₁₋₄alkyl), cyano, (halo)₁₋₃, hydroxy, nitro, cycloalkyl, heterocyclyl, aryl and heteroaryl),

-CH(OH)-(C₁₋₄)alkyl,

C₁₋₄alkoxy (optionally substituted on a terminal carbon with a substituent selected from the group consisting of (halo)₁₋₃ and hydroxy),

15 -C(O)H, -C(O)(C₁₋₄)alkyl,

amino (substituted with two substituents independently selected from the group consisting of hydrogen, C₁₋₄alkyl and -C(O)(C₁₋₄)alkyl),

aryl and heteroaryl} and

20 amino {substituted with two substituents independently selected from the group consisting of hydrogen, C₁₋₄alkyl and aryl (wherein aryl is optionally substituted with 1 to 5 substituents independently selected from the group consisting of C₁₋₄alkyl, cyano, halo, (halo)₁₋₃(C₁₋₄)alkyl, (halo)₁₋₃(C₁₋₄)alkoxy, hydroxy, hydroxy(C₁₋₄)alkyl, hydroxy(C₁₋₄)alkoxy and nitro)}.

25 11. The compound of claim 1 wherein R₃ is selected from the group consisting of: C₁₋₄alkyl, C₂₋₄alkenyl, C₂₋₄alkynyl {wherein alkyl, alkenyl and alkynyl are optionally substituted on a terminal carbon with a substituent selected from the group consisting of amino (substituted with two substituents independently selected from the group consisting of hydrogen and C₁₋₄alkyl), cyano, (halo)₁₋₃, hydroxy, nitro, phenyl and thienyl (wherein phenyl and thienyl are optionally substituted with 1 to 2 substituents independently selected from the group consisting of C₁₋₄alkyl, cyano, halo, hydroxy and nitro)},

30

cyclopentyl, cyclohexyl, cycloheptyl, benzo[*b*]thienyl, phenyl, furyl, thienyl, thiazolyl, isoxazolyl, thiadiazolyl, pyridinyl

{wherein cyclohexyl and phenyl are optionally substituted with 1 to 3 substituents

independently selected from the group consisting of cyano, halo, hydroxy and nitro;

5 and, wherein cyclohexyl and phenyl are optionally substituted with 1 to 2

substituents independently selected from the group consisting of:

C_{1-4} alkyl (wherein alkyl is optionally substituted on a terminal carbon with a substituent selected from the group consisting of amino (substituted with two substituents independently selected from the group consisting of hydrogen and C_{1-4} alkyl), cyano, (halo)₁₋₃, hydroxy and nitro),

-CH(OH)-(C₁₋₄)alkyl,

C_{1-4} alkoxy,

amino (substituted with two substituents independently selected from the group consisting of hydrogen and C_{1-4} alkyl),

15 wherein thienyl and thiazolyl are optionally substituted with 1 to 3 substituents

independently selected from the group consisting of cyano, halo, hydroxy and nitro;

and, wherein thienyl and thiazolyl are optionally substituted with 1 to 2 substituents independently selected from the group consisting of:

C_{1-4} alkyl (wherein alkyl is optionally substituted on a terminal carbon with a substituent selected from the group consisting of -CO₂H, -CO₂(C₁₋₄)alkyl, amino (substituted with two substituents independently selected from the group consisting of hydrogen and C_{1-4} alkyl), cyano, (halo)₁₋₃, hydroxy and nitro),

C_{1-4} alkoxy,

-C(O)(C₁₋₄)alkyl,

25 amino (substituted with two substituents independently selected from the group consisting of hydrogen, C_{1-4} alkyl and -C(O)(C₁₋₄)alkyl),

pyrrolyl and pyridinyl;

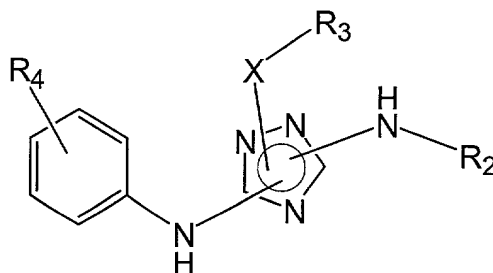
and, wherein thiadiazolyl is optionally substituted with one substituent selected from the group consisting of C_{1-4} alkyl (wherein alkyl is optionally substituted on a

30 terminal carbon with a substituent selected from the group consisting of amino (substituted with two substituents independently selected from the group consisting of hydrogen and C_{1-4} alkyl), cyano, (halo)₁₋₃, hydroxy and nitro), C_{1-4} alkoxy, amino (substituted with two substituents independently selected from the group consisting

of hydrogen and C₁₋₄alkyl), cyano, halo, hydroxy and nitro} and

amino {substituted with two substituents independently selected from the group consisting of hydrogen, C₁₋₄alkyl and phenyl (wherein phenyl is optionally substituted with 1 to 5 substituents independently selected from the group consisting of C₁₋₄alkyl, cyano, halo, hydroxy and nitro)}.

12. A compound of Formula (Ia):



Formula (Ia)

wherein

10 R₄ is selected from the group consisting of:

C₁₋₈alkyl {optionally substituted on a terminal carbon with a substituent selected from the group consisting of -C(O)H, -C(O)(C₁₋₈)alkyl, -CO₂H, -CO₂(C₁₋₈)alkyl, amino (substituted with two substituents independently selected from the group consisting of hydrogen and C₁₋₈alkyl), cyano, (halo)₁₋₃, hydroxy, nitro, cycloalkyl, heterocyclyl, aryl and heteroaryl},

C₁₋₈alkoxy (optionally substituted on a terminal carbon with a substituent selected from the group consisting of (halo)₁₋₃ and hydroxy),

-C(O)H, -C(O)(C₁₋₈)alkyl, -CO₂H, -CO₂(C₁₋₈)alkyl,

amino (substituted with two substituents independently selected from the group

20 consisting of hydrogen, C₁₋₈alkyl and -SO₂-(C₁₋₈)alkyl),

-C(O)amino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen and C₁₋₈alkyl),

-SO₂- {substituted with one substituent selected from the group consisting of

heterocyclyl and amino (wherein amino is substituted with two substituents

25 independently selected from the group consisting of hydrogen, C₁₋₈alkyl,

-C₁₋₈alkylamino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen and C₁₋₈alkyl) and heteroaryl)},

cycloalkyl, heterocyclyl, aryl and heteroaryl {wherein cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with 1 to 5 substituents independently selected from the group consisting of C₁₋₈alkyl (wherein alkyl is optionally substituted on a terminal carbon with a substituent selected from the group consisting of amino (substituted with two substituents independently selected from the group consisting of hydrogen and C₁₋₈alkyl), cyano, (halo)₁₋₃, hydroxy and nitro), C₁₋₈alkoxy, amino (substituted with two substituents independently selected from the group consisting of hydrogen and C₁₋₈alkyl), cyano, halo, hydroxy and nitro; and, wherein heterocyclyl is optionally substituted with 1 to 2 oxo substituents};

R₂ is selected from the group consisting of hydrogen, C₁₋₈alkyl, C₂₋₈alkenyl, C₂₋₈alkynyl and hydroxy(C₁₋₈)alkyl;

X is selected from the group consisting of -C(O)-, -C(S)- and -SO₂-; and,

R₃ is selected from the group consisting of:

C₁₋₈alkyl, C₂₋₈alkenyl, C₂₋₈alkynyl {wherein alkyl, alkenyl and alkynyl are optionally substituted on a terminal carbon with a substituent selected from the group consisting of -C(O)H, -C(O)(C₁₋₈)alkyl, -CO₂H, -CO₂(C₁₋₈)alkyl, amino (substituted with two substituents independently selected from the group consisting of hydrogen and C₁₋₈alkyl), cyano, (halo)₁₋₃, hydroxy, nitro, aryl and heteroaryl (wherein aryl and heteroaryl are optionally substituted with 1 to 5 substituents independently selected from the group consisting of C₁₋₈alkyl, cyano, halo, (halo)₁₋₃(C₁₋₈)alkyl, (halo)₁₋₃(C₁₋₈)alkoxy, hydroxy, hydroxy(C₁₋₈)alkyl, hydroxy(C₁₋₈)alkoxy and nitro)},

cycloalkyl, heterocyclyl, aryl, heteroaryl {wherein cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with 1 to 3 substituents independently selected from the group consisting of cyano, halo, hydroxy and nitro; and, wherein cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with 1 to 2 substituents independently selected from the group consisting of:

C₁₋₈alkyl, C₂₋₈alkenyl (wherein alkyl and alkenyl are optionally substituted on a terminal carbon with a substituent selected from the group consisting of -C(O)H, -C(O)(C₁₋₈)alkyl, -CO₂H, -CO₂(C₁₋₈)alkyl, amino (substituted with two substituents independently selected from the group consisting of hydrogen and C₁₋₈alkyl), cyano,

(halo)₁₋₃, hydroxy, nitro, cycloalkyl, heterocyclyl, aryl and heteroaryl),

-CH(OH)-(C₁₋₈)alkyl,

C₁₋₈alkoxy (optionally substituted on a terminal carbon with a substituent selected from the group consisting of (halo)₁₋₃ and hydroxy),

5 -C(O)H, -C(O)(C₁₋₈)alkyl, -CO₂H, -CO₂(C₁₋₈)alkyl,

amino (substituted with two substituents independently selected from the group consisting of hydrogen, C₁₋₈alkyl and -C(O)(C₁₋₈)alkyl),

-C(O)amino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen and C₁₋₈alkyl),

10 -SO₂- {substituted with one substituent selected from the group consisting of heterocyclyl and amino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen, C₁₋₈alkyl and -C₁₋₈alkylamino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen and C₁₋₈alkyl))},

15 -NH-SO₂-(C₁₋₈)alkyl,

cycloalkyl, heterocyclyl (optionally substituted with 1 to 2 oxo substituents), aryl and heteroaryl} and

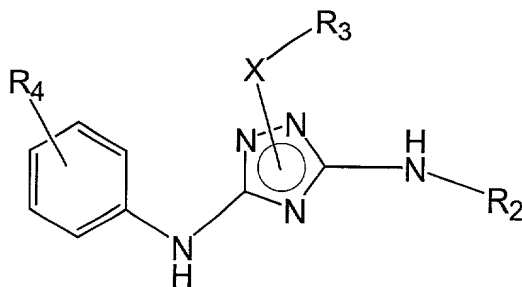
amino {substituted with two substituents independently selected from the group

20 consisting of hydrogen, C₁₋₈alkyl, cycloalkyl, aryl and heteroaryl (wherein cycloalkyl, aryl and heteroaryl are optionally substituted with 1 to 5 substituents independently selected from the group consisting of C₁₋₈alkyl, cyano, halo, (halo)₁₋₃(C₁₋₈)alkyl, (halo)₁₋₃(C₁₋₈)alkoxy, hydroxy, hydroxy(C₁₋₈)alkyl, hydroxy(C₁₋₈)alkoxy and nitro)};

25

and pharmaceutically acceptable salts thereof.

13. A compound of Formula (Ib):



Formula (Ib)

wherein

R_4 is selected from the group consisting of:

C_{1-8} alkyl {optionally substituted on a terminal carbon with a substituent selected from the group consisting of $-C(O)H$, $-C(O)(C_{1-8})alkyl$, $-CO_2H$, $-CO_2(C_{1-8})alkyl$, amino (substituted with two substituents independently selected from the group consisting of hydrogen and $C_{1-8}alkyl$), cyano, $(halo)_{1-3}$, hydroxy, nitro, cycloalkyl, heterocyclyl, aryl and heteroaryl},

C_{1-8} alkoxy (optionally substituted on a terminal carbon with a substituent selected from the group consisting of $(halo)_{1-3}$ and hydroxy),

$-C(O)H$, $-C(O)(C_{1-8})alkyl$, $-CO_2H$, $-CO_2(C_{1-8})alkyl$,

amino (substituted with two substituents independently selected from the group consisting of hydrogen, $C_{1-8}alkyl$ and $-SO_2-(C_{1-8})alkyl$),

$-C(O)amino$ (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen and $C_{1-8}alkyl$),

$-SO_2-$ {substituted with one substituent selected from the group consisting of heterocyclyl and amino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen, $C_{1-8}alkyl$,

$-C_{1-8}alkylamino$ (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen and $C_{1-8}alkyl$) and heteroaryl}},

cycloalkyl, heterocyclyl, aryl and heteroaryl {wherein cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with 1 to 5 substituents independently selected from the group consisting of $C_{1-8}alkyl$ (wherein alkyl is optionally substituted on a terminal carbon with a substituent selected from the group consisting of amino (substituted with two substituents independently selected from the group consisting of hydrogen and $C_{1-8}alkyl$), cyano, $(halo)_{1-3}$, hydroxy and nitro), $C_{1-8}alkoxy$, amino (substituted with two substituents independently selected from the group consisting of hydrogen and $C_{1-8}alkyl$), cyano, halo, hydroxy and nitro; and, wherein

heterocyclyl is optionally substituted with 1 to 2 oxo substituents};

R₂ is selected from the group consisting of hydrogen, C₁₋₈alkyl, C₂₋₈alkenyl, C₂₋₈alkynyl and hydroxy(C₁₋₈)alkyl;

5

X is selected from the group consisting of -C(O)-, -C(S)- and -SO₂-; and,

R₃ is selected from the group consisting of:

C₁₋₈alkyl, C₂₋₈alkenyl, C₂₋₈alkynyl {wherein alkyl, alkenyl and alkynyl are optionally

10

substituted on a terminal carbon with a substituent selected from the group consisting of -C(O)H, -C(O)(C₁₋₈)alkyl, -CO₂H, -CO₂(C₁₋₈)alkyl, amino (substituted with two substituents independently selected from the group consisting of hydrogen and C₁₋₈alkyl), cyano, (halo)₁₋₃, hydroxy, nitro, aryl and heteroaryl (wherein aryl and heteroaryl are optionally substituted with 1 to 5 substituents independently selected from the group consisting of C₁₋₈alkyl, cyano, halo, (halo)₁₋₃(C₁₋₈)alkyl, (halo)₁₋₃(C₁₋₈)alkoxy, hydroxy, hydroxy(C₁₋₈)alkyl, hydroxy(C₁₋₈)alkoxy and nitro)},

15

cycloalkyl, heterocyclyl, aryl, heteroaryl {wherein cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with 1 to 3 substituents independently selected from the group consisting of cyano, halo, hydroxy and nitro; and, wherein cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with 1 to 2 substituents independently selected from the group consisting of:

20

C₁₋₈alkyl, C₂₋₈alkenyl (wherein alkyl and alkenyl are optionally substituted on a terminal carbon with a substituent selected from the group consisting of -C(O)H, -C(O)(C₁₋₈)alkyl, -CO₂H, -CO₂(C₁₋₈)alkyl, amino (substituted with two substituents independently selected from the group consisting of hydrogen and C₁₋₈alkyl), cyano, (halo)₁₋₃, hydroxy, nitro, cycloalkyl, heterocyclyl, aryl and heteroaryl),

25

-CH(OH)-(C₁₋₈)alkyl,

C₁₋₈alkoxy (optionally substituted on a terminal carbon with a substituent selected from the group consisting of (halo)₁₋₃ and hydroxy),

30

-C(O)H, -C(O)(C₁₋₈)alkyl, -CO₂H, -CO₂(C₁₋₈)alkyl,

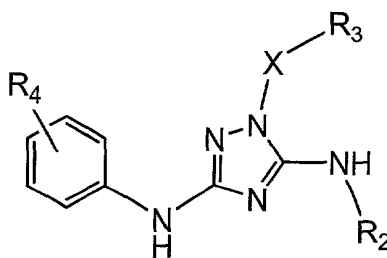
amino (substituted with two substituents independently selected from the group consisting of hydrogen, C₁₋₈alkyl and -C(O)(C₁₋₈)alkyl),

-C(O)amino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen and C₁₋₈alkyl),
 -SO₂- {substituted with one substituent selected from the group consisting of heterocyclyl and amino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen, C₁₋₈alkyl and
 5 -C₁₋₈alkylamino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen and C₁₋₈alkyl))},
 -NH-SO₂-(C₁₋₈)alkyl,
 cycloalkyl, heterocyclyl (optionally substituted with 1 to 2 oxo substituents),
 10 aryl and heteroaryl} and

amino {substituted with two substituents independently selected from the group consisting of hydrogen, C₁₋₈alkyl, cycloalkyl, aryl and heteroaryl (wherein cycloalkyl, aryl and heteroaryl are optionally substituted with 1 to 5 substituents
 15 independently selected from the group consisting of C₁₋₈alkyl, cyano, halo, (halo)₁₋₃(C₁₋₈)alkyl, (halo)₁₋₃(C₁₋₈)alkoxy, hydroxy, hydroxy(C₁₋₈)alkyl, hydroxy(C₁₋₈)alkoxy and nitro)};

and pharmaceutically acceptable salts thereof.

14. A compound of Formula (Ic):



Formula (Ic)

wherein

R₄ is selected from the group consisting of:

C₁₋₈alkyl {optionally substituted on a terminal carbon with a substituent selected from
 25 the group consisting of -C(O)H, -C(O)(C₁₋₈)alkyl, -CO₂H, -CO₂(C₁₋₈)alkyl, amino (substituted with two substituents independently selected from the group consisting of hydrogen and C₁₋₈alkyl), cyano, (halo)₁₋₃, hydroxy, nitro, cycloalkyl, heterocyclyl,

aryl and heteroaryl},

C₁₋₈alkoxy (optionally substituted on a terminal carbon with a substituent selected from the group consisting of (halo)₁₋₃ and hydroxy),

-C(O)H, -C(O)(C₁₋₈)alkyl, -CO₂H, -CO₂(C₁₋₈)alkyl,

5 amino (substituted with two substituents independently selected from the group consisting of hydrogen, C₁₋₈alkyl and -SO₂-(C₁₋₈)alkyl),

-C(O)amino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen and C₁₋₈alkyl),

-SO₂- {substituted with one substituent selected from the group consisting of

10 heterocyclyl and amino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen, C₁₋₈alkyl,

-C₁₋₈alkylamino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen and C₁₋₈alkyl) and heteroaryl)},

cycloalkyl, heterocyclyl, aryl and heteroaryl {wherein cycloalkyl, heterocyclyl, aryl and

15 heteroaryl are optionally substituted with 1 to 5 substituents independently selected from the group consisting of C₁₋₈alkyl (wherein alkyl is optionally substituted on a terminal carbon with a substituent selected from the group consisting of amino

(substituted with two substituents independently selected from the group consisting of hydrogen and C₁₋₈alkyl), cyano, (halo)₁₋₃, hydroxy and nitro), C₁₋₈alkoxy, amino

20 (substituted with two substituents independently selected from the group consisting of hydrogen and C₁₋₈alkyl), cyano, halo, hydroxy and nitro; and, wherein heterocyclyl is optionally substituted with 1 to 2 oxo substituents};

R₂ is selected from the group consisting of hydrogen, C₁₋₈alkyl, C₂₋₈alkenyl, C₂₋₈alkynyl
25 and hydroxy(C₁₋₈)alkyl;

X is selected from the group consisting of -C(O)-, -C(S)- and -SO₂-; and,

R₃ is selected from the group consisting of:

30 C₁₋₈alkyl, C₂₋₈alkenyl, C₂₋₈alkynyl {wherein alkyl, alkenyl and alkynyl are optionally substituted on a terminal carbon with a substituent selected from the group consisting of -C(O)H, -C(O)(C₁₋₈)alkyl, -CO₂H, -CO₂(C₁₋₈)alkyl, amino (substituted with two substituents independently selected from the group consisting of hydrogen

and C₁₋₈alkyl), cyano, (halo)₁₋₃, hydroxy, nitro, aryl and heteroaryl (wherein aryl and heteroaryl are optionally substituted with 1 to 5 substituents independently selected from the group consisting of C₁₋₈alkyl, cyano, halo, (halo)₁₋₃(C₁₋₈alkyl, (halo)₁₋₃(C₁₋₈alkoxy, hydroxy, hydroxy(C₁₋₈alkyl, hydroxy(C₁₋₈alkoxy and nitro)),

5 cycloalkyl, heterocyclyl, aryl, heteroaryl {wherein cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with 1 to 3 substituents independently selected from the group consisting of cyano, halo, hydroxy and nitro; and, wherein cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with 1 to 2 substituents independently selected from the group consisting of:

10 C₁₋₈alkyl, C₂₋₈alkenyl (wherein alkyl and alkenyl are optionally substituted on a terminal carbon with a substituent selected from the group consisting of -C(O)H, -C(O)(C₁₋₈alkyl, -CO₂H, -CO₂(C₁₋₈alkyl, amino (substituted with two substituents independently selected from the group consisting of hydrogen and C₁₋₈alkyl), cyano, (halo)₁₋₃, hydroxy, nitro, cycloalkyl, heterocyclyl, aryl and heteroaryl),

15 -CH(OH)-(C₁₋₈alkyl,

C₁₋₈alkoxy (optionally substituted on a terminal carbon with a substituent selected from the group consisting of (halo)₁₋₃ and hydroxy),

-C(O)H, -C(O)(C₁₋₈alkyl, -CO₂H, -CO₂(C₁₋₈alkyl,

20 amino (substituted with two substituents independently selected from the group consisting of hydrogen, C₁₋₈alkyl and -C(O)(C₁₋₈alkyl),

-C(O)amino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen and C₁₋₈alkyl),

25 -SO₂- {substituted with one substituent selected from the group consisting of heterocyclyl and amino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen, C₁₋₈alkyl and -C₁₋₈alkylamino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen and C₁₋₈alkyl))},

-NH-SO₂-(C₁₋₈alkyl,

30 cycloalkyl, heterocyclyl (optionally substituted with 1 to 2 oxo substituents), aryl and heteroaryl} and

amino {substituted with two substituents independently selected from the group

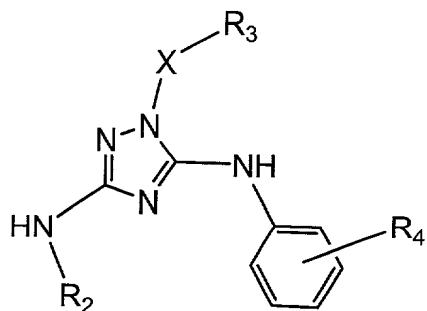
consisting of hydrogen, C₁₋₈alkyl, cycloalkyl, aryl and heteroaryl (wherein cycloalkyl, aryl and heteroaryl are optionally substituted with 1 to 5 substituents independently selected from the group consisting of C₁₋₈alkyl, cyano, halo, (halo)₁₋₃(C₁₋₈)alkyl, (halo)₁₋₃(C₁₋₈)alkoxy, hydroxy, hydroxy(C₁₋₈)alkyl, hydroxy(C₁₋₈)alkoxy and nitro));

and pharmaceutically acceptable salts thereof.

15. The compound of claim 14 wherein R₄ is selected from the group consisting of:

amino (substituted with two substituents independently selected from the group consisting of hydrogen, C₁₋₄alkyl and -SO₂-(C₁₋₄)alkyl), -SO₂- {substituted with one substituent selected from the group consisting of heterocyclyl and amino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen, C₁₋₄alkyl, -C₁₋₄alkylamino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen and C₁₋₄alkyl) and heteroaryl)}, heterocyclyl (wherein heterocyclyl is optionally substituted with 1 to 2 substituents independently selected from the group consisting of C₁₋₄alkyl and oxo) and heteroaryl.

16. A compound of Formula (Id):



Formula (Id)

wherein

R₄ is selected from the group consisting of:

25 C₁₋₈alkyl {optionally substituted on a terminal carbon with a substituent selected from the group consisting of -C(O)H, -C(O)(C₁₋₈)alkyl, -CO₂H, -CO₂(C₁₋₈)alkyl, amino

(substituted with two substituents independently selected from the group consisting of hydrogen and C₁₋₈alkyl), cyano, (halo)₁₋₃, hydroxy, nitro, cycloalkyl, heterocyclyl, aryl and heteroaryl},

5 C₁₋₈alkoxy (optionally substituted on a terminal carbon with a substituent selected from the group consisting of (halo)₁₋₃ and hydroxy),

-C(O)H, -C(O)(C₁₋₈)alkyl, -CO₂H, -CO₂(C₁₋₈)alkyl,

amino (substituted with two substituents independently selected from the group consisting of hydrogen, C₁₋₈alkyl and -SO₂-(C₁₋₈)alkyl),

10 -C(O)amino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen and C₁₋₈alkyl),

-SO₂- {substituted with one substituent selected from the group consisting of heterocyclyl and amino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen, C₁₋₈alkyl,

15 -C₁₋₈alkylamino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen and C₁₋₈alkyl) and heteroaryl)},

cycloalkyl, heterocyclyl, aryl and heteroaryl {wherein cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with 1 to 5 substituents independently selected from the group consisting of C₁₋₈alkyl (wherein alkyl is optionally substituted on a terminal carbon with a substituent selected from the group consisting of amino
20 (substituted with two substituents independently selected from the group consisting of hydrogen and C₁₋₈alkyl), cyano, (halo)₁₋₃, hydroxy and nitro), C₁₋₈alkoxy, amino (substituted with two substituents independently selected from the group consisting of hydrogen and C₁₋₈alkyl), cyano, halo, hydroxy and nitro; and, wherein heterocyclyl is optionally substituted with 1 to 2 oxo substituents};

25

R₂ is selected from the group consisting of hydrogen, C₁₋₈alkyl, C₂₋₈alkenyl, C₂₋₈alkynyl and hydroxy(C₁₋₈)alkyl;

X is selected from the group consisting of -C(O)-, -C(S)- and -SO₂-; and,

30

R₃ is selected from the group consisting of:

C₁₋₈alkyl, C₂₋₈alkenyl, C₂₋₈alkynyl {wherein alkyl, alkenyl and alkynyl are optionally substituted on a terminal carbon with a substituent selected from the group

consisting of -C(O)H, -C(O)(C₁₋₈)alkyl, -CO₂H, -CO₂(C₁₋₈)alkyl, amino (substituted with two substituents independently selected from the group consisting of hydrogen and C₁₋₈alkyl), cyano, (halo)₁₋₃, hydroxy, nitro, aryl and heteroaryl (wherein aryl and heteroaryl are optionally substituted with 1 to 5 substituents independently selected from the group consisting of C₁₋₈alkyl, cyano, halo, (halo)₁₋₃(C₁₋₈)alkyl, (halo)₁₋₃(C₁₋₈)alkoxy, hydroxy, hydroxy(C₁₋₈)alkyl, hydroxy(C₁₋₈)alkoxy and nitro)}, cycloalkyl, heterocyclyl, aryl, heteroaryl {wherein cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with 1 to 3 substituents independently selected from the group consisting of cyano, halo, hydroxy and nitro; and, wherein cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with 1 to 2 substituents independently selected from the group consisting of:

C₁₋₈alkyl, C₂₋₈alkenyl (wherein alkyl and alkenyl are optionally substituted on a terminal carbon with a substituent selected from the group consisting of -C(O)H, -C(O)(C₁₋₈)alkyl, -CO₂H, -CO₂(C₁₋₈)alkyl, amino (substituted with two substituents independently selected from the group consisting of hydrogen and C₁₋₈alkyl), cyano, (halo)₁₋₃, hydroxy, nitro, cycloalkyl, heterocyclyl, aryl and heteroaryl),

-CH(OH)-(C₁₋₈)alkyl,

C₁₋₈alkoxy (optionally substituted on a terminal carbon with a substituent selected from the group consisting of (halo)₁₋₃ and hydroxy),

-C(O)H, -C(O)(C₁₋₈)alkyl, -CO₂H, -CO₂(C₁₋₈)alkyl,

amino (substituted with two substituents independently selected from the group consisting of hydrogen, C₁₋₈alkyl and -C(O)(C₁₋₈)alkyl),

-C(O)amino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen and C₁₋₈alkyl),

-SO₂- {substituted with one substituent selected from the group consisting of heterocyclyl and amino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen, C₁₋₈alkyl and -C₁₋₈alkylamino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen and C₁₋₈alkyl))},

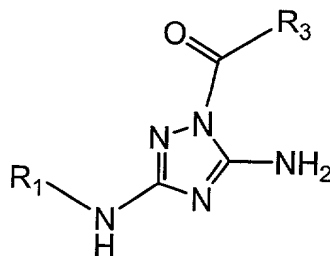
-NH-SO₂-(C₁₋₈)alkyl,

cycloalkyl, heterocyclyl (optionally substituted with 1 to 2 oxo substituents), aryl and heteroaryl} and

amino {substituted with two substituents independently selected from the group consisting of hydrogen, C₁₋₈alkyl, cycloalkyl, aryl and heteroaryl (wherein cycloalkyl, aryl and heteroaryl are optionally substituted with 1 to 5 substituents independently selected from the group consisting of C₁₋₈alkyl, cyano, halo, (halo)₁₋₃(C₁₋₈)alkyl, (halo)₁₋₃(C₁₋₈)alkoxy, hydroxy, hydroxy(C₁₋₈)alkyl, hydroxy(C₁₋₈)alkoxy and nitro)};

and pharmaceutically acceptable salts thereof.

17. A compound of Formula (Ie):



Formula (Ie)

wherein

R₁ is selected from the group consisting of C₁₋₈alkyl,

cycloalkyl, heterocyclyl, aryl and heteroaryl {wherein heterocyclyl is optionally

substituted with 1 to 2 oxo substituents; and, wherein cycloalkyl, heterocyclyl, aryl and heteroaryl are substituted with a substituent selected from the group consisting of:

C₁₋₈alkyl (optionally substituted on a terminal carbon with a substituent selected from the group consisting of -C(O)H, -C(O)(C₁₋₈)alkyl, -CO₂H, -CO₂(C₁₋₈)alkyl, amino (substituted with two substituents independently selected from the group consisting of hydrogen and C₁₋₈alkyl), cyano, (halo)₁₋₃, hydroxy, nitro, cycloalkyl, heterocyclyl, aryl and heteroaryl),

C₁₋₈alkoxy (optionally substituted on a terminal carbon with a substituent selected from the group consisting of (halo)₁₋₃ and hydroxy),

-C(O)H, -C(O)(C₁₋₈)alkyl, -CO₂H, -CO₂(C₁₋₈)alkyl,

amino (substituted with two substituents independently selected from the group consisting of hydrogen, C₁₋₈alkyl and -SO₂-(C₁₋₈)alkyl),

-C(O)amino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen and C₁₋₈alkyl),

-SO₂- {substituted with one substituent selected from the group consisting of heterocyclyl and amino (wherein amino is substituted with two substituents

5 independently selected from the group consisting of hydrogen, C₁₋₈alkyl,

-C₁₋₈alkylamino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen and C₁₋₈alkyl) and heteroaryl)},

cycloalkyl, heterocyclyl, aryl and heteroaryl {wherein cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with 1 to 3 substituents independently selected

10 from the group consisting of cyano, halo, hydroxy and nitro; wherein heterocyclyl

is optionally substituted with 1 to 2 oxo substituents; and, wherein cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with a substituent

selected from the group consisting of C₁₋₈alkyl (wherein alkyl is optionally substituted on a terminal carbon with a substituent selected from the group

15 consisting of amino (substituted with two substituents independently selected from the group consisting of hydrogen and C₁₋₈alkyl), cyano, (halo)₁₋₃, hydroxy and nitro),

C₁₋₈alkoxy and amino (substituted with two substituents independently selected from the group consisting of hydrogen and C₁₋₈alkyl)}; and,

20 R₃ is selected from the group consisting of:

C₁₋₈alkyl, C₂₋₈alkenyl, C₂₋₈alkynyl {wherein alkyl, alkenyl and alkynyl are optionally substituted on a terminal carbon with a substituent selected from the group

consisting of -C(O)H, -C(O)(C₁₋₈)alkyl, -CO₂H, -CO₂(C₁₋₈)alkyl, amino (substituted with two substituents independently selected from the group consisting of hydrogen

25 and C₁₋₈alkyl), cyano, (halo)₁₋₃, hydroxy, nitro, aryl and heteroaryl (wherein aryl and heteroaryl are optionally substituted with 1 to 5 substituents independently selected from the group consisting of C₁₋₈alkyl, cyano, halo, (halo)₁₋₃(C₁₋₈)alkyl,

(halo)₁₋₃(C₁₋₈)alkoxy, hydroxy, hydroxy(C₁₋₈)alkyl, hydroxy(C₁₋₈)alkoxy and nitro)},

cycloalkyl, heterocyclyl, aryl, heteroaryl {wherein cycloalkyl, heterocyclyl, aryl and

30 heteroaryl are optionally substituted with 1 to 3 substituents independently selected from the group consisting of cyano, halo, hydroxy and nitro; and, wherein

cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with 1 to 2 substituents independently selected from the group consisting of:

C₁₋₈alkyl, C₂₋₈alkenyl (wherein alkyl and alkenyl are optionally substituted on a terminal carbon with a substituent selected from the group consisting of -C(O)H, -C(O)(C₁₋₈)alkyl, -CO₂H, -CO₂(C₁₋₈)alkyl, amino (substituted with two substituents independently selected from the group consisting of hydrogen and C₁₋₈alkyl), cyano, (halo)₁₋₃, hydroxy, nitro, cycloalkyl, heterocyclyl, aryl and heteroaryl),

-CH(OH)-(C₁₋₈)alkyl,

C₁₋₈alkoxy (optionally substituted on a terminal carbon with a substituent selected from the group consisting of (halo)₁₋₃ and hydroxy),

-C(O)H, -C(O)(C₁₋₈)alkyl, -CO₂H, -CO₂(C₁₋₈)alkyl,

amino (substituted with two substituents independently selected from the group consisting of hydrogen, C₁₋₈alkyl and -C(O)(C₁₋₈)alkyl),

-C(O)amino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen and C₁₋₈alkyl),

-SO₂- {substituted with one substituent selected from the group consisting of heterocyclyl and amino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen, C₁₋₈alkyl and -C₁₋₈alkylamino (wherein amino is substituted with two substituents independently selected from the group consisting of hydrogen and C₁₋₈alkyl))},

-NH-SO₂-(C₁₋₈)alkyl,

cycloalkyl, heterocyclyl (optionally substituted with 1 to 2 oxo substituents), aryl and heteroaryl} and

amino {substituted with two substituents independently selected from the group

consisting of hydrogen, C₁₋₈alkyl, cycloalkyl, aryl and heteroaryl (wherein cycloalkyl, aryl and heteroaryl are optionally substituted with 1 to 5 substituents independently selected from the group consisting of C₁₋₈alkyl, cyano, halo, (halo)₁₋₃(C₁₋₈)alkyl, (halo)₁₋₃(C₁₋₈)alkoxy, hydroxy, hydroxy(C₁₋₈)alkyl, hydroxy(C₁₋₈)alkoxy and nitro)};

and pharmaceutically acceptable salts thereof.

18. The compound of claim 14 wherein X, R₂, R₃ and R₄ are dependently selected

from the group consisting of:

X	R ₂	R ₃	R ₄
C(O)	H	(2,6-F ₂)Ph	4-SO ₂ -NH ₂ ;
C(O)	H	(2,6-F ₂ -3-CH ₃)Ph	4-SO ₂ -NH ₂ ;
C(O)	H	(2,4,6-F ₃)Ph	4-SO ₂ -NH ₂ ;
C(O)	H	(2-F)Ph	4-SO ₂ -NH ₂ ;
C(O)	H	(2,4-F ₂)Ph	4-SO ₂ -NH ₂ ;
C(O)	H	(2-F-6-CF ₃)Ph	4-SO ₂ -NH ₂ ;
C(O)	H	(2,6-Cl ₂)Ph	4-SO ₂ -NH ₂ ;
C(O)	H	(2,4,6-Cl ₃)Ph	4-SO ₂ -NH ₂ ;
C(O)	H	(2-NO ₂)Ph	4-SO ₂ -NH ₂ ;
C(O)	H	[2,6-(OCH ₃) ₂]Ph	4-SO ₂ -NH ₂ ;
C(O)	H	[2,4,6-(CH ₃) ₃]Ph	4-SO ₂ -NH ₂ ;
C(O)	H	Ph	4-SO ₂ -NH ₂ ;
C(O)	H	2-thienyl	4-SO ₂ -NH ₂ ;
C(O)	H	(3-CH ₃)2-thienyl	4-SO ₂ -NH ₂ ;
C(O)	H	(3-F)2-thienyl	4-SO ₂ -NH ₂ ;
C(O)	H	(3-Cl)2-thienyl	4-SO ₂ -NH ₂ ;
C(O)	H	(3-OCH ₂ CH ₃)2-thienyl	4-SO ₂ -NH ₂ ;
C(O)	H	(3-NHCOCH ₃)2-thienyl	4-SO ₂ -NH ₂ ;
C(O)	H	(5-CH ₃)2-thienyl	4-SO ₂ -NH ₂ ;
C(O)	H	(5-Br)2-thienyl	4-SO ₂ -NH ₂ ;
C(O)	H	(5-COCH ₃)2-thienyl	4-SO ₂ -NH ₂ ;
C(O)	H	2-furyl	4-SO ₂ -NH ₂ ;
C(O)	H	5-isoxazolyl	4-SO ₂ -NH ₂ ;
C(O)	H	2-pyridinyl	4-SO ₂ -NH ₂ ;
C(O)	H	3-pyridinyl	4-SO ₂ -NH ₂ ;
C(O)	H	4-pyridinyl	4-SO ₂ -NH ₂ ;
C(O)	H	3-thienyl	4-SO ₂ -NH ₂ ;
C(O)	H	3a,7a-dihydrobenzo[<i>b</i>]thien-2-yl	4-SO ₂ -NH ₂ ;
C(O)	H	(5-CH ₂ CH ₃)2-thienyl	4-SO ₂ -NH ₂ ;
C(O)	H	[3,5-(CH ₃) ₂]2-thienyl	4-SO ₂ -NH ₂ ;
C(O)	H	[2,4-(CH ₃) ₂]5-thiazolyl	4-SO ₂ -NH ₂ ;

C(O)	H	(3-Br)2-thienyl	4-SO ₂ -NH ₂ ;
C(O)	H	4-(CH ₃)-1,2,3-thiadiazol-5-yl	4-SO ₂ -NH ₂ ;
C(O)	H	1,2,3-thiadiazol-4-yl	4-SO ₂ -NH ₂ ;
C(O)	H	Cyclopentyl	4-SO ₂ -NH ₂ ;
C(O)	H	Cyclohexyl	4-SO ₂ -NH ₂ ;
C(O)	H	2-thienyl-CH ₂	4-SO ₂ -NH ₂ ;
C(O)	H	2-thienyl-(CH) ₂	4-SO ₂ -NH ₂ ;
C(O)	H	(2,6-F ₂)-Ph-CH ₂	4-SO ₂ -NH ₂ ;
C(O)	H	(2,6-F ₂)Ph(CH) ₂	4-SO ₂ -NH ₂ ;
C(O)	H	Cycloheptyl	4-SO ₂ -NH ₂ ;
C(O)	H	4-CH ₃ -cyclohexyl	4-SO ₂ -NH ₂ ;
C(O)	H	4-CH ₃ -cyclohexyl	4-SO ₂ -NH ₂ ;
C(O)	H	4-(CH ₂) ₃ CH ₃ -cyclohexyl	4-SO ₂ -NH ₂ ;
C(O)	H	5-(2-pyridinyl)2-thienyl	4-SO ₂ -NH ₂ ;
C(O)	H	3-(1 <i>H</i> -pyrrol-1-yl)2-thienyl	4-SO ₂ -NH ₂ ;
C(O)	H	5-[C(CH ₃) ₃]2-thienyl	4-SO ₂ -NH ₂ ;
C(O)	H	5-[(CH) ₂ C(O)OC(CH ₃) ₃]2-thienyl	4-SO ₂ -NH ₂ ;
C(O)	H	Ph(C) ₂	4-SO ₂ -NH ₂ ;
C(O)	H	(2,6-F ₂ -3-NO ₂)Ph	4-SO ₂ -NH ₂ ;
C(O)	H	(2,6-F ₂ -3-NH ₂)Ph	4-SO ₂ -NH ₂ ;
C(O)	H	[2,6-(CH ₃) ₂]Ph	4-SO ₂ -NH ₂ ;
C(O)	H	(2-CH ₃)Ph	4-SO ₂ -NH ₂ ;
C(O)	H	[2,6-F ₂ -3-CH(OH)CH ₃]Ph	4-SO ₂ -NH ₂ ;
C(O)	H	(2,6-F ₂)Ph	4-SO ₂ -NH ₂ ;
C(O)	H	(2,6-F ₂ -3-CH ₃)Ph	4-SO ₂ -NH ₂ ;
C(S)	H	-NH[(2,6-F ₂)Ph]	4-SO ₂ -NH ₂ ;
C(O)	H	-NH[(2,6-F ₂)Ph]	4-SO ₂ -NH ₂ ;
SO ₂	H	(2,6-F ₂)Ph	4-SO ₂ -NH ₂ ;
C(O)	H	(2-Cl-3-CH ₃ -6-F)Ph	4-SO ₂ -NH ₂ ;
C(O)	H	(2-Cl-6-F)Ph	4-SO ₂ -NH ₂ ; and
C(O)	H	(2,6-F ₂ -5-Cl)Ph	4-SO ₂ -NH ₂ .

19. The compound of claim 16 wherein X, R₃ and R₄ are dependently selected from the group consisting of:

X	R ₃	R ₄
C(O)	(2,6-F ₂)Ph	4-SO ₂ -NH ₂ ;
C(O)	(2,6-F ₂ -3-CH ₃)Ph	4-SO ₂ -NH ₂ ;
and,		
C(S)	-NH[(2,6-F ₂)Ph]	4-SO ₂ -NH ₂ .

20. The compound of claim 17 wherein R₁ and R₃ are dependently selected from:

R ₁	R ₃
CH ₃	3-CH ₃ -2-thienyl.

5

21. The compound of claim 1 wherein the compound of Formula (I) is selected from the group consisting of:

5-amino-3-[[4-(aminosulfonyl)phenyl]amino]-N-(2,6-difluorophenyl)-1H-1,2,4-triazole-1-carbothioamide;

5-amino-3-[[4-(aminosulfonyl)phenyl]amino]-N-(2,6-difluorophenyl)-1H-1,2,4-triazole-1-carboxamide;

4-[[5-amino-1-(2-chloro-6-fluoro-3-methylbenzoyl)-1H-1,2,4-triazol-3-yl]amino]-benzenesulfonamide;

4-[[5-amino-1-(2-chloro-6-fluorobenzoyl)-1H-1,2,4-triazol-3-yl]amino]-benzenesulfonamide;

4-[[5-amino-1-(2,6-difluoro-3-methylbenzoyl)-1H-1,2,4-triazol-3-yl]amino]-N-methyl-benzenesulfonamide;

4-[[5-amino-1-[(3-methyl-2-thienyl)carbonyl]-1H-1,2,4-triazol-3-yl]amino]-N-methyl-benzenesulfonamide;

4-[[5-amino-1-[(3-methyl-2-thienyl)carbonyl]-1H-1,2,4-triazol-3-yl]amino]-N-[2-(dimethylamino)ethyl]-benzenesulfonamide;

1-[4-[[5-amino-1-[(3-methyl-2-thienyl)carbonyl]-1H-1,2,4-triazol-3-yl]amino]phenyl]-2-imidazolidinone;

N³-[4-(1,1-dioxido-2-isothiazolidinyl)phenyl]-1-[(3-methyl-2-thienyl)carbonyl]-1H-1,2,4-triazole-3,5-diamine; and,

4-[[5-amino-1-[(3-methyl-2-thienyl)carbonyl]-1H-1,2,4-triazol-3-yl]amino]-N-(2-pyridinyl)-benzenesulfonamide.

22. A pharmaceutical composition comprising a compound of claim 1 and a pharmaceutically acceptable carrier.

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23. A pharmaceutical composition made by mixing a compound of claim 1 and a pharmaceutically acceptable carrier.
- 5 24. A method for preparing a pharmaceutical composition comprising mixing a compound of claim 1 and a pharmaceutically acceptable carrier.
25. A method for treating or ameliorating a kinase mediated disorder comprising administering to a subject in need thereof a therapeutically effective amount of a
10 compound of claim 1.
26. The method of claim 25 wherein the disorder is mediated by selective inhibition of a kinase selected from the group consisting of a cyclin dependent kinase and a tyrosine kinase.
15
27. The method of claim 26 wherein the kinase is selected from the group consisting of cyclin dependent kinase-1, cyclin dependent kinase-2, cyclin dependent kinase-4, vascular endothelial growth factor receptor-2, endothelial growth factor receptor and human epidermal growth factor receptor-2.
20
28. The method of claim 25 wherein the disorder is mediated by dual inhibition of at least two kinases selected from the group consisting of a cyclin dependent kinase and a tyrosine kinase.
- 25 29. The method of claim 28 wherein at least two kinases are selected from the group consisting of cyclin dependent kinase-1, cyclin dependent kinase-2, cyclin dependent kinase-4, vascular endothelial growth factor receptor-2, endothelial growth factor receptor and human epidermal growth factor receptor-2.
- 30 30. The method of claim 25 wherein the therapeutically effective amount of the compound of claim 1 is from about 0.001 mg/kg/day to about 300 mg/kg/day.
31. The method of claim 25 wherein the kinase mediated disorder is selected from

the group consisting of cancer and tumor growth, tumor vascularization, angiopathy, angiogenesis, chemotherapy-induced alopecia and restenosis.

32. The method of claim 25 further comprising a method for using a compound of claim 1 as an adjunct to chemotherapy and radiation therapy.
33. The method of claim 25 further comprising administering to a subject in need thereof a therapeutically effective amount of a pharmaceutical composition of claim 22.
34. The method of claim 33 wherein the therapeutically effective amount of a pharmaceutical composition of claim 22 is from about 0.001 mg/kg/day to about 300 mg/kg/day.
35. The method of claim 25 further comprising administering to a subject in need thereof a therapeutically effective amount of at least one other agent in combination with a compound of claim 1.
36. The compound of claim 14 wherein X, R₂, R₃ and R₄ are dependently selected from the group consisting of:

X	R ₂	R ₃	R ₄
C(O)	H	(2,6-F ₂)Ph	4-SO ₂ -1- <i>H</i> -piperidin-1-yl;
C(O)	H	2-thienyl	4-SO ₂ -1- <i>H</i> -piperidin-1-yl;
C(O)	H	(3-CH ₃)2-thienyl	4-SO ₂ -1- <i>H</i> -piperidin-1-yl;
C(O)	H	(2,6-F ₂)Ph	4-(4-CH ₃ -1,4- <i>H</i> -piperazin-1-yl);
C(O)	H	(2,6-F ₂ -3-CH ₃)Ph	4-(4-CH ₃ -1,4- <i>H</i> -piperazin-1-yl);
C(O)	H	(3-CH ₃)2-thienyl	4-(4-CH ₃ -1,4- <i>H</i> -piperazin-1-yl);
C(O)	H	[3,5-(CH ₃) ₂]2-thienyl	4-(4-CH ₃ -1,4- <i>H</i> -piperazin-1-yl); and

C(O) H (5-CH₂CH₃)₂-thienyl 4-(4-CH₃-1,4-*H*-piperazin-1-yl).

37. The compound of claim 14 wherein X, R₂, R₃ and R₄ are dependently selected from the group consisting of:

X	R ₂	R ₃	R ₄
C(O)	H	(2,6-F ₂)Ph	4-SO ₂ -NH(CH ₂ CH ₃);
C(O)	H	(2,6-F ₂)Ph	4-SO ₂ -NH(CH ₃);
C(O)	H	(2,6-F ₂ -3-CH ₃)Ph	4-SO ₂ -NH(CH ₃);
C(O)	H	(3-CH ₃) ₂ -thienyl	4-SO ₂ -NH(CH ₃);
C(O)	H	[3,5-(CH ₃) ₂] ₂ -thienyl	4-SO ₂ -NH(CH ₃);
C(O)	H	(5-CH ₂ CH ₃) ₂ -thienyl	4-SO ₂ -NH(CH ₃);
C(O)	H	[3,5-(CH ₃) ₂] ₂ -thienyl	4-SO ₂ -N(CH ₃) ₂ ;
C(O)	H	(5-CH ₂ CH ₃) ₂ -thienyl	4-SO ₂ -N(CH ₃) ₂ ;
C(O)	H	(3-CH ₃) ₂ -thienyl	4-SO ₂ -N(CH ₃) ₂ ;
C(O)	H	(2,6-F ₂ -3-CH ₃)Ph	4-SO ₂ -N(CH ₃) ₂ ; and
C(O)	H	(2,6-F ₂)Ph	4-SO ₂ -N(CH ₃) ₂ .

38. The compound of claim 14 wherein X, R₂, R₃ and R₄ are dependently selected from the group consisting of:

X	R ₂	R ₃	R ₄
C(O)	H	(5-CH ₂ CH ₃) ₂ -thienyl	4-(1- <i>H</i> -imidazol-1-yl);
C(O)	H	(3-CH ₃) ₂ -thienyl	4-(1- <i>H</i> -imidazol-1-yl);
C(O)	H	[3,5-(CH ₃) ₂] ₂ -thienyl	4-(1- <i>H</i> -imidazol-1-yl);
C(O)	H	(2,6-F ₂)Ph	4-(1- <i>H</i> -imidazol-1-yl); and
C(O)	H	(2,6-F ₂ -3-CH ₃)Ph	4-(1- <i>H</i> -imidazol-1-yl).

- 5 39. The compound of claim 14 wherein X, R₂, R₃ and R₄ are dependently selected from the group consisting of:

X	R ₂	R ₃	R ₄
C(O)	H	(2,6-F ₂ -3-CH ₃)Ph	4-(1- <i>H</i> -1,2,4-triazol-1-yl);
C(O)	H	(2,6-F ₂)Ph	4-(1- <i>H</i> -1,2,4-triazol-1-yl);

C(O)	H	(5-CH ₂ CH ₃)2-thienyl	4-(1- <i>H</i> -1,2,4-triazol-1-yl);
C(O)	H	[3,5-(CH ₃) ₂]2-thienyl	4-(1- <i>H</i> -1,2,4-triazol-1-yl);
C(O)	H	(3-CH ₃)2-thienyl	4-(1- <i>H</i> -1,2,4-triazol-1-yl);
C(O)	H	(2,6-F ₂)Ph	4-(1- <i>H</i> -1,3,4-triazol-1-yl);
C(O)	H	(2,6-F ₂ -3-CH ₃)Ph	4-(1- <i>H</i> -1,3,4-triazol-1-yl); and
C(O)	H	(3-CH ₃)2-thienyl	4-(1- <i>H</i> -1,3,4-triazol-1-yl).

40. The compound of claim 14 wherein X, R₂, R₃ and R₄ are dependently selected from the group consisting of:

X	R ₂	R ₃	R ₄
C(O)	H	(2,6-F ₂ -3-CH ₃)Ph	4-(1- <i>H</i> -1,2,4-triazol-1-yl);
C(O)	H	(2,6-F ₂)Ph	4-(1- <i>H</i> -1,2,4-triazol-1-yl);
C(O)	H	(5-CH ₂ CH ₃)2-thienyl	4-(1- <i>H</i> -1,2,4-triazol-1-yl);
C(O)	H	[3,5-(CH ₃) ₂]2-thienyl	4-(1- <i>H</i> -1,2,4-triazol-1-yl);
C(O)	H	(3-CH ₃)2-thienyl	4-(1- <i>H</i> -1,2,4-triazol-1-yl);
C(O)	H	(2,6-F ₂)Ph	4-(1- <i>H</i> -1,3,4-triazol-1-yl);
C(O)	H	(2,6-F ₂ -3-CH ₃)Ph	4-(1- <i>H</i> -1,3,4-triazol-1-yl);
C(O)	H	(3-CH ₃)2-thienyl	4-(1- <i>H</i> -1,3,4-triazol-1-yl);

41. The compound of claim 14 wherein X, R₂, R₃ and R₄ are dependently selected from the group consisting of:

X	R ₂	R ₃	R ₄
C(O)	H	(5-CH ₂ CH ₃)2-thienyl	4-SO ₂ -NH[(CH ₂) ₂ N(CH ₃) ₂];
C(O)	H	(3-CH ₃)2-thienyl	4-SO ₂ -NH[(CH ₂) ₂ N(CH ₃) ₂];

C(O)	H	(2,6-F ₂ -3-CH ₃)Ph	4-SO ₂ -NH[(CH ₂) ₂ N(CH ₃) ₂];
C(O)	H	(2,6-F ₂)Ph	4-SO ₂ -NH[(CH ₂) ₂ N(CH ₃) ₂];
C(O)	H	[3,5-(CH ₃) ₂]2-thienyl	4-SO ₂ -NH[(CH ₂) ₂ N(CH ₃) ₂];
C(O)	H	[3,5-(CH ₃) ₂]2-thienyl	4-NH-SO ₂ -CH ₃ ;
C(O)	H	(3-CH ₃)2-thienyl	4-NH-SO ₂ -CH ₃ ;
C(O)	H	(5-CH ₂ CH ₃)2-thienyl	4-NH-SO ₂ -CH ₃ ;
C(O)	H	(2,6-F ₂)Ph	4-NH-SO ₂ -CH ₃ ; and
C(O)	H	(2,6-F ₂ -3-CH ₃)Ph	4-NH-SO ₂ -CH ₃ .

42. The compound of claim 14 wherein X, R₂, R₃ and R₄ are dependently selected from the group consisting of:

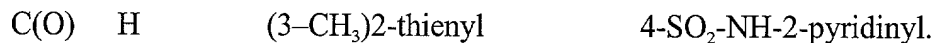
X	R ₂	R ₃	R ₄
C(O)	H	(3-CH ₃)2-thienyl	4-(2-imidazolidinone);
C(O)	H	(2,6-F ₂ -3-CH ₃)Ph	4-(2-imidazolidinone); and
C(O)	H	(2,6-F ₂)Ph	4-(2-imidazolidinone).

43. The compound of claim 14 wherein X, R₂, R₃ and R₄ are dependently selected from the group consisting of:

X	R ₂	R ₃	R ₄
C(O)	H	(3-CH ₃)2-thienyl	4-(1,1-dioxido-2-isothiazolidinyl); and
C(O)	H	(2,6-F ₂)Ph	4-(1,1-dioxido-2-isothiazolidinyl).

- 5 44. The compound of claim 14 wherein X, R₂, R₃ and R₄ are dependently selected from the group consisting of:

X	R ₂	R ₃	R ₄
C(O)	H	(2,6-F ₂)Ph	4-SO ₂ -NH-2-pyridinyl;
C(O)	H	(5-CH ₂ CH ₃)2-thienyl	4-SO ₂ -NH-2-pyridinyl;
C(O)	H	[3,5-(CH ₃) ₂]2-thienyl	4-SO ₂ -NH-2-pyridinyl; and



45. The method of claim 35 wherein the at least one other agent is a chemotherapeutic agent to treat cancer.
- 5 46. The method of claim 45 wherein the dose of the chemotherapeutic agent is reduced relative to the dose that would be given in the absence of the therapeutically effective amount of the compound of claim 1.
- 10 47. The method of claim 45 wherein the therapeutically effective amount of a compound of claim 1 is given to the subject before, during or after the chemotherapeutic agent.